

WESTFIELD VENTURES L.P.

RZ 2014-SU-016 PROFFERS

**February 9, 2015
April 6, 2015
May 6, 2015
June 18, 2015
July 14, 2015**

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the Applicant/property owner in this rezoning proffers that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference – 44-3((1))15 (hereinafter referred to as the “Property”) shall be in accordance with the following conditions if, and only if, said rezoning request for the PRM District is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). In the event said application request is denied or the Board’s approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. The Owner/Applicant (“Applicant”), for themselves, their successors and assigns hereby agrees that these Proffered Conditions shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. The Proffered Conditions are:

GENERAL

1. Conceptual/ Final Development Plan. The Property shall be developed in substantial conformance with the Conceptual Development Plan (CDP) and Final Development Plan (FDP) entitled “The Preserve at Westfields”, prepared by VIKA dated August 25, 2014 and revised through June 18, 2015, containing 38 sheets.
2. Elements of CDP. Notwithstanding the fact that the CDP and FDP are presented on the same plan, the elements that are components of the CDP are limited to the perimeter points of access, the location of the buildings and amount and location of open space, uses, the maximum number of dwelling units, the maximum amount of non-residential use, building heights, and setbacks from the peripheral lot lines and a modification to such elements shall require a subsequent Conceptual Development Plan Amendment (CDPA) or Proffered Condition Amendment (PCA). The Applicant reserves the right to request a Final Development Plan Amendment (FDPA) for elements other than Conceptual Development Plan (CDP) elements from the Planning Commission for all or a portion of the FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is

in accordance with these Proffers as determined by the Zoning Administrator.

3. Minor Modifications. Minor modifications to the CDP/FDP may be permitted that may become necessary as part of requirements of the Westfield Business Owners Association (WBOA) or Architectural Review Board or when necessitated by sound engineering or final site design or engineering, pursuant to Section 16-403(4) of the Zoning Ordinance. Minor modifications of building footprints may be permitted and the number of residential units (as defined herein) and corresponding adjustments made in required parking, Affordable Dwelling Units ("ADUs") and Workforce Dwelling Units ("WDUs") may be made, so long as (a) the provided open space is not reduced; (b) the building height is not increased; (c) the setbacks to the peripheral lot lines are not diminished; and (d) the development otherwise is in substantial conformance with the CDP/FDP as determined by the Zoning Administrator.
4. Lot Yield and Uses. There shall be no more than 650 multifamily residential units and 155 single family attached units on the property. The FAR shall not exceed 0.5 for the Property, overall. As designated on the CDP/FDP and in accordance with Par. 6 of Sect. 6-406, at a minimum, fifty percent of the gross floor area of the development shall be devoted to multi-family uses. Public uses and secondary uses shall be permitted as provided in Sects. 6-402 and 6-403 of the Ordinance, provided adequate parking is demonstrated in accordance with the Ordinance with the exception of a child care center use which shall only be allowed on the property with the approval of a special exception. Secondary uses, exclusive of single family attached units and amenity buildings, may be phased to an ultimate maximum of 20,000 gross square feet. The secondary use square footage proposed in Buildings C and D may vary depending on market demand and/or the square footage may be converted to residential units provided the total number of residential units does not exceed 650 and a parking tabulation, submitted to Fairfax County for review and approval demonstrates that adequate parking is available. Telecommunications may be permitted if flush mounted and approved as a feature shown on 2232.
5. Establishment of Community Association (CA). Prior to plat recordation for the single family attached units or site plan approval for the multifamily building(s), whichever occurs first, the Applicant shall provide the Department of Public Works and Environmental Services (DPWES) with documentation that the Applicant has established a CA in accordance with Virginia law. Such CA may consist of sub-associations, for example a homeowners association for the single family attached units. All property owners shall be members of the CA. The structure and organization of the CA as it relates to its voting rights within the WBOA shall be coordinated with the WBOA and may be subject to approval by the WBOA. The CA shall be responsible for the obligations specifically identified in these Proffers, including, but not limited to implementation of the Transportation Demand Management Program, maintenance of the private streets,

open space and its associated elements, and any privately held stormwater management facilities.

6. Disclosure. Prior to entering into a contract of sale, prospective purchasers of the single family attached units or other future lots within the Property, shall be provided with a disclosure package and shall acknowledge, in writing, receipt of the same. The disclosure package shall include a detailed description of the Project's relationship to Westfields Business Park and copies of appropriate Westfield governing documents, a description of how the Project is governed per Proffer 5 and the relationship of that governance to Westfields Business Park, a description of the existing and future land use scenarios on adjacent and surrounding property based on the County's Comprehensive Plan, an explanation and graphic depiction of the location of Conservation Easements, and a statement indicating the maintenance responsibility for the private roadways, walkways, stormwater management facilities, common area landscaping and any other open space amenities. The package shall also contain a disclosure explaining that the area shown as "Community Commons" within the single family attached community is open to the general public and shall include a separate sheet that indicates that the property experiences regular overhead plane flights.
7. Route 28 Prepayment of Taxes. In accordance with Virginia Code Ann. § 15.2-4608(C)(Ch. 770, 2002 Acts of Assembly; H. 735), the Applicant shall prepay, in full, the taxes that would have been attributable to the residential portion of the Property in its current non-residential zoning district (that is, the special improvements taxes estimated by the County to be lost as a result of the change in zoning classification requested in this rezoning application), in accordance with the formula and provisions adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District. The prepayment of taxes shall be made in full within sixty (60) days after the Board of Supervisors approves this Rezoning application, and the effective date of this rezoning shall be deferred until such payment in full is made. The Applicant recognizes that failure to provide payment to the County in the full amount determined by the Board's formula within 60 days of the Board of Supervisors' approval of this rezoning shall mean that the rezoning shall not become effective and that the ordinance rezoning the Property and the Board's rezoning decision shall both be void in accordance with Virginia Code Ann. § 15.2-4608(C).
8. Architecture. The architectural design of the proposed building shall be in general conformance with the bulk, mass, proportion and type and quality of materials and elevations shown on the examples shown on Sheets A-102 and A-103 of the CDP/FDP. The location and number of building exterior entrances/stoops are illustrative and will be finalized at the time of final site plan approval. The building height of Buildings C and D may be a maximum of seventy-five (75) feet provided the configuration of the building footprint remains in substantial conformance with that shown on the CDP/FDP.

9. Universal Design. A minimum of five percent (5%) of the total multifamily dwelling units shall be designed and constructed with the ability to be modified, if necessary for a particular tenant, to add lever type door handles and grab bars in the bathrooms. At the time of initial purchase for single family attached units that are pre-sold, the following Universal Design options shall be offered to each purchaser: front entrance doors that are a minimum of 36" wide, light switches, electrical outlets, thermostats, and other environmental controls in accessible locations, reinforcements in bathroom walls to allow for the installation of grab bars, elevated (comfort height) toilets, level door handles on all hinged doors.
10. Amenity Area. The Applicant shall provide a community gathering area that shall be open to the public and which could include a performance area constructed of grass-crete pavers, decking or similar materials, a natural grassed-sloped area suitable for seating/viewing performances and an open sided, covered pavilion. These elements are shown in concept only on the CDP/FDP. Additionally, the area labeled as "Community Commons" in the single family attached area shall also be open to the public pursuant to HOA rules and regulations. Parking for amenity areas shall be as shown on the CDP/FDP.
11. Phasing of Amenities. The Applicant reserves the right to phase the provision of amenities as follows:
- If either multi-family building is constructed as the first phase with no single family attached units in the first phase, the following public amenities shall also be included in the first phase with timing as indicated: the trail around the lake and the performance area and the pavilion shall be substantially constructed prior to the issuance of the 80th RUP for the multi-family building. The Community Commons area shall be constructed prior to the issuance of the 80th RUP for the single family attached units.
 - If only the single family attached units are constructed as the first phase, the following public amenities shall also be included in the first phase with timing as indicated: the trail around the lake and the Community Commons area shall be substantially constructed prior to the issuance of the 80th RUP for the single family attached units. The remaining public areas to include the performance area and pavilion shall be constructed prior to the issuance of the 80th RUP within a multifamily building.
12. Phasing of Clearing and Grading. The Applicant reserves the right to phase development subject to the following:
- If either of the multi-family buildings are constructed as the first phase with no single family attached units in the first phase, there shall be no clearing or grading on the north side of the lake except that necessary for

any public amenity areas as indicated in this proffer and for utility installation.

- If only the single family attached units are constructed as the first phase, clearing and grading on the south side of the lake shall be limited to that necessary to construct both entrance roads, utility installation, the 14 single family attached units on the south side of the lake, the trail on the south side of the lake and any road improvements as proffered with the first phase.

13. Sully Police Station/District Office. Prior to the issuance of the first RUP, the Applicant shall substantially complete the improvements to the entrance and parking lot area on Lot 44-3-((1))12 as shown on Sheet C-8 of the CDP/FDP.
14. Retail Element. The Applicant shall commence and diligently pursue a marketing program strategically designed to attract an eating establishment use for at least one of the two free standing, 5,000 square foot retail pad sites, shown as Buildings A or B on the CDP/FDP within 30 days of the approval of this rezoning. If, after a period of five (5) years from groundbreaking for either of the multifamily buildings, such marketing has not resulted in the leasing or sale to an eating establishment tenant or use, the Applicant may establish or cause to be established other uses as permitted by the Zoning Ordinance and further defined within these proffers for Buildings A or B but only after first notifying the District Supervisor's office, the WBOA, the West Fairfax County Citizen's Association chairman and the Sully District Council chairman that the five years of marketing efforts did not produce a restaurant use. The following uses shall not be established on either of the freestanding pad sites on the Property:
 - Garment cleaning establishments
 - Service stations
 - Service station/mini-mart
 - Vehicle light service establishments
 - Vehicle sale, rental and ancillary service establishments
 - Hotel, Motel
 - Light public utility
 - Commercial off-street parking as a principal use
 - Transportation Facilities
 - Vehicle Transportation service establishments
 - Auto Repair service establishments
 - Billard Hall (other than as a resident amenity)
 - Adult bookstore, adult video store or adult motion picture theatre
 - Tattoo establishment

TRANSPORTATION

15. Right-of-Way Dedication along Stonecroft Blvd. At the time of approval of the Public Improvement Plan for the site access roads, or upon demand by the Virginia Department of Transportation (VDOT) or Fairfax County, whichever occurs first, the Applicant shall dedicate, at no cost to Fairfax County and in fee simple, without encumbrances, to the Board, the right-of-way along the site frontage of Stonecroft Boulevard and any associated ancillary easements, as generally shown on the CDP/FDP. Advanced density credit is reserved consistent with the provisions of the Fairfax County Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
16. Stonecroft Boulevard Frontage Improvements. Stonecroft Boulevard shall be improved to provide an additional westbound through-lane across the frontage of the Property and a dedicated right turn lane into each of the two entrances to the Property with curb and gutter, as approved by VDOT. These improvements shall be substantially completed prior to the issuance of the first residential use permit (RUP) on the Property and shall be coordinated with Public Improvement Plan 6178-PI-028-1 to the west of the Property.
17. Traffic Signal. Prior to the issuance of the first RUP on the Property, the Applicant shall substantially complete the installation of a traffic signal at the intersection of the main access point to the Property and Stonecroft Boulevard, if warranted by VDOT. The Applicant shall also conduct any applicable signal timing studies associated with this signal as deemed necessary by VDOT.
18. Lane Construction on Stonecroft Boulevard. Prior to issuance of the first RUP and subject to VDOT approval, the Applicant shall substantially complete the following road improvements on Stonecroft Boulevard at the intersection of Stonecroft Boulevard and Westfields Boulevard:
 - Construct an additional dedicated eastbound left turn lane on Stonecroft Boulevard so that there will be two dedicated left turn lanes and a dedicated through lane.
 - Construct an additional dedicated eastbound right turn lane in addition to the existing right turn lane by removing the existing island resulting in two protected right turn phase lanes. For any center median islands removed or areas that contain existing landscaping in Westfields, the Applicant shall replace the plantings removed, subject to VDOT review and approval.
19. Westfields Boulevard. Prior to the issuance of the first RUP and subject to VDOT approval, the Applicant shall construct an additional shared southbound through/right turn lane on Westfields Boulevard at the intersection of Westfields Boulevard and Stonecroft Boulevard as generally shown on the CDP/FDP.

20. Transportation Improvement Timing. The Zoning Administrator may administratively approve a later date for completion of the Transportation Improvements described in Proffers 17-20 and the improvements required in Proffer 13 without requiring a PCA upon demonstration by the Applicant that despite diligent efforts and due to factors beyond the Applicant's control, the required Transportation Improvements have been delayed. FCDOT shall also be given notice of any such request made to the Zoning Administrator.
21. Private Streets. The private streets shall be designed and constructed with materials and depth of pavement consistent with public street standards in accordance with the Public Facilities Manual (PFM), subject to the Department of Public Works and Environmental Services (DPWES) approval. The Applicant and the Community Association shall be responsible for maintenance of the private streets.
22. Public Access Easement. At the time of record plat recordation, the Applicant shall cause to be recorded among the land records a public access easement running to the benefit of Fairfax County, in a form acceptable to the County Attorney, over the private streets, sidewalks, lake and stream valley trails, and the shared use path along Stonecroft Boulevard, as shown on the CDP/FDP. Such facilities shall be maintained by the Applicant. Any existing asphalt trails removed during construction shall be replaced by no less than a ten (10) foot wide trail and 4 inch full depth of asphalt, subject to review and approval by DPWES.
23. Lake Trail. The trail around the lake, including the elevated sections, shall be constructed in a manner that will reasonably reduce impacts to tree preservation areas. The alignment of the trail shall be field located at the time of site plan in coordination with Urban Forestry Management Division (UFMD) in order to reasonably minimize impacts to tree preservation areas.
24. Provision of Trail Easement. For the purpose of connecting to a future trail along Route 28, when requested by Fairfax County, the Applicant shall provide an easement between the existing trail/sidewalk system in the single family attached section of the property and Route 28 to facilitate the construction of a connecting segment of trail by others. This proffer shall not obligate the Applicant to construct said segment of trail.
25. Transportation Demand Management. This Proffer sets forth the programmatic elements of a transportation demand management program that shall be implemented by the Applicant, and subsequently, as appropriate, the property owner(s) or Condominium Owners Association (COA), to encourage the use of transit, other high-occupant vehicle commuting modes, walking, biking and teleworking, all in order to reduce automobile trips generated by the residential uses constructed on the Property
 - (1) Definitions. For purposes of this Proffer, "Stabilization" shall be deemed to occur one (1) year following issuance of the last initial

RUP for the final new building to be constructed on the Subject Property. "Pre-stabilization" shall be deemed to occur any time prior to Stabilization.

- (2) Transportation Demand Management Plan. The Applicant shall be responsible for submitting the Transportation Demand Management Work Plan (the "TDM Work Plan") to FCDOT for approval prior to site plan approval. The proffered elements of the TDM Program as set forth below are more fully described in this plan. It is the intent of this Proffer that the TDM Work Plan will adapt over time to respond to the changing transportation related circumstances of the Subject Property, the surrounding community and the region, as well as to technological and/or other improvements, all with the objective of meeting the trip reduction goals as set forth in these Proffers. Accordingly, modifications, revisions, and supplements to the TDM Work Plan as coordinated with FCDOT can be made without the need for a PCA provided that the TDM Plan continues to reflect the proffered elements of the TDM Program as set forth below.
- (3) Transportation Management Association. The Applicant shall participate in or otherwise become associated with a larger Transportation Management Association should one be established for this area.
- (4) Trip Reduction Goals. The objective of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the residential uses located within the Property through the use of mass transit, ridesharing and other strategies including but not limited to those outlined in the TDM Strategic Plan. In addition, the implementation of enhanced pedestrian and bicycle connections/facilities will provide safe and convenient access to nearby bus facilities thereby encouraging commuting options other than the automobile to residents, employees and visitors to the Property.
 - (i) Baseline. The baseline number of weekday peak hour residential vehicle trips for the proposed units within the Property against which the TDM Goals (as defined in subparagraph C.ii) will be measured shall be derived upon the number of residential units site plan approved, constructed and occupied on the Property as part of the proposed development at the time traffic counts are conducted in accordance with subparagraph H.1. or as qualified below and using the trip generation rates/equations applicable to such residential uses as set forth in the Institute of Transportation Engineers, Trip

Generation, 9th Edition for Land Use Code = 220 (multifamily) and 230 (townhouse). In the event at Build Out, the Applicant has constructed fewer than 650 multifamily residential units and 155 townhouse units as part of the proposed development, then the Baseline Trip generation numbers applicable upon Build Out shall be calculated as if 650 multifamily residential units and 155 townhouse units had actually been constructed as reflected in the Traffic Impact Study for the Applicant prepared by Gorove/Slade Associates dated February 11, 2015.

- (ii) TDM Goal. The TDM strategies shall be utilized to reduce the P.M. peak hour vehicular trips by a minimum of twenty percent (20%) for the residential uses.
- (5) Process of Implementation. The TDM Program shall be implemented as follows, provided that modifications, revisions, and supplements to the implementation process as set forth herein as coordinated with FCDOT can be made without requiring a PCA.
- 1. TDM Program Manager. The Applicant shall appoint and continuously employ, or cause to be employed, a TDM Program Manager (TPM) for Subject Property/COA. If not previously appointed, the TPM shall be appointed by no later than sixty (60) days after the issuance of the first building permit for the first new building to be constructed on the Subject Property. The TPM duties may be part of other duties associated with the appointee. The TPM shall notify FCDOT in writing within 10 days of the appointment of the TPM. Thereafter the Applicant shall do the same within ten (10) days of any change in such appointment.
 - 2. Annual Report and Budget. Every calendar year after the first issuance of RUP or Non-RUP, and no later than May 15, the TPM shall submit an Annual Report, based on a report template provided by FCDOT, which may revise the Annual Budget in order to incorporate any new construction on the Subject Property. Any changes to the TDM Plan shall be highlighted in this report.

The Annual Report and Budget shall be reviewed by FCDOT. If FCDOT has not responded with any comments within sixty (60) days after submission, then the Annual Report and Budget shall be deemed approved and the program elements shall be implemented. If FCDOT responds with comments on the Annual Report and Budget,

then the TPM will meet with FCDOT staff within fifteen (15) days of receipt of the County's comments. Thereafter, but in any event, no later than thirty (30) days after the meeting, the TPM shall submit such revisions to the program and/or budget as discussed and agreed to with FCDOT and begin implementation of the approved program and fund the approved TDM Budget.

3. TDM Account. The TPM shall establish a separate interest bearing account with a bank or other financial institution qualified to do business in Virginia (the "TDM Account") within 30 days after approval of the TDM Plan and TDM Budget. All interest earned on the principal shall remain in the TDM Account and shall be used by the TPM for TDM purposes.
4. TDM Incentive Fund. The "TDM Incentive Fund" is an account into which the building owners, through the TPM, shall deposit contributions to fund a multimodal incentive program for initial purchasers/lessees within five (5) years. Such contributions shall be made one time on a building by building basis at the rate of \$0.01 per gross square foot of new office or residential uses to be constructed on the Subject Property and provided prior to the issuance of the first RUP or Non-RUP for each individual building. In addition to providing transit incentives, such contributions may also be used for enhancing/providing multimodal facilities within and proximate to the Subject Property.
5. Monitoring. The TPM shall verify that the proffered trip reduction goals are being met through the completion of Person Surveys, Vehicular Traffic Counts of residential and/or office uses and/or other such methods as may be reviewed and approved by FCDOT. The results of such Person Surveys and Vehicular Traffic Counts shall be provided to FCDOT as part of the Annual Reporting process. Person Surveys and Vehicular Traffic Counts shall be conducted for the Subject Property beginning one year following issuance of the final initial RUP or Non-RUP for the first new building to be constructed on the Subject Property. Person Surveys shall be conducted every three (3) years and Vehicular Traffic Counts shall be collected biennially until the results of three consecutive annual traffic counts conducted upon Build Out show that the applicable trip reduction goals for the Subject Property have been met. Any time during which Person Survey response rates do not reach 20%, FCDOT may request

additional surveys be conducted the following year. At such time and notwithstanding Paragraph 6 below, Person Surveys and Vehicular Traffic Counts shall thereafter be provided every five (5) years. Notwithstanding the aforementioned, at any time prior to or after Stabilization, FCDOT may suspend such Vehicle Traffic Counts if conditions warrant such.

- (6) Additional Trip Counts. If an Annual Report indicates that a change has occurred that is significant enough to reasonably call into question whether the applicable vehicle trip reduction goals are continuing to be met, then FCDOT may require the TPM to conduct additional Vehicular Traffic Counts (pursuant to the methodology set forth in the TDM Plan) within 90 days to determine whether in fact such objectives are being met. If any such Vehicular Traffic Counts demonstrate that the applicable vehicle trip reduction goals are not being met, then the TPM shall meet with FCDOT to review the TDM strategies in place and to develop modifications to the TDM Plan to address the surplus of trips.
 - (7) Continuing Implementation. The TPM shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this Proffer. The TPM shall continue to administer the TDM Program in the ordinary course in accordance with this Proffer including submission of Annual Reports.
 - (8) Notice to Owners. All owners of the Subject Property shall be advised of the TDM Program set forth in this Proffer. The then current owner shall advise all successor owners and/or developers of their funding obligations pursuant to the requirements of this Proffer prior to purchase and the requirements of the TDM Program, including the annual contribution to the TDM Program (as provided herein), shall be included in all initial and subsequent purchase documents.
26. Bicycle Parking. The Applicant shall provide bicycle racks, lockers and storage areas throughout the Property, the specific locations of which shall be determined at the time of site plan subject to the approval of the Fairfax County Department of Transportation (FCDOT). The bike racks shall be inverted U-style or other design approved by FCDOT. The total number of bike parking/storage spaces shall be consistent with the Fairfax County Policy and Guidelines for Bicycle Parking for each building or group of buildings as determined at site plan. Bike racks shall also be provided near the retail areas.
27. Construction Access. The staging and parking of all construction vehicles shall occur on the Property, including personal vehicles utilized by construction

workers. The hours of construction shall be posted in English and in Spanish and shall be limited to the hours between 7:00am and 9:00 pm Monday through Friday and 8:00am to 9:00 pm on Saturdays. No construction shall occur on Sundays or major Federal holidays. The Applicant shall provide the Sully District Supervisor's office with a point of contact for construction related issues. The Applicant shall provide an initial response to construction related issues within 24 hours of receiving notice. The Applicant shall keep Stonecroft Boulevard, along the frontage of the Property, clear of mud, rocks and construction debris, as prescribed by the VDOT permit.

28. Use of Garages and Common Area Parking Spaces for Single Family Attached Units

- A. Individual garages shall only be used for a purpose that will not interfere with the intended purpose of parking vehicles. This restriction shall be included in the homeowner's association documents prepared for the Application Property.
- B. No parking of recreational vehicles (RVs), boats or trailers shall be permitted on the private streets. This restriction shall be included in the homeowner's association documents prepared for the Application Property.
- C. Owners shall be advised of the above use restrictions which shall be included in the initial lease/sales documents.
- D. Common area parking shall remain available for use by residents and guests and shall not be sold or assigned to specific units and/or owners.

ENVIRONMENTAL

29. Erosion & Sedimentation Controls. To ensure off-site properties are not impacted by silt or associated run-off, the Applicant shall design and implement siltation control mechanisms that shall include "super silt" fencing or similar procedures as determined by DPWES. The functioning and integrity of all erosion and sedimentation controls (E&S controls) required by DPWES shall be inspected by the Applicant or their designated representative no later than the next business day following each storm event during the period of construction on-site. If the E&S controls have been damaged or breached, the E&S controls shall be repaired in accordance with the requirements of the Fairfax County Public Facilities Manual as determined by DPWES.

30. Stormwater Management Facilities and Best Management Practices. Stormwater management shall be provided as generally depicted on the CDP/FDP in accordance with the County SWM Ordinance and the PFM and as approved by

DPWES. The stormwater management techniques may include but are not limited to the following: underground detention facilities (if a waiver is approved), filtera systems, Stormfilter systems, Bay filters, or similar system and retrofitting of the existing stormwater pond on site, if necessary. Additional Low Impact Development (LID) techniques may be utilized and could include but not be limited to: areas of pervious pavement, bioretention, infiltration, etc. All such facilities shall be located in a manner that is in substantial conformance with the CDP/FDP. If warranted by final engineering, minor modifications to the size, location and configuration of the underground detention may be made in connection with site plan approval; provided however, that such changes shall not serve to diminish the effectiveness of any required screening and landscaping. Adequate outfall shall be demonstrated in accordance with the PFM as determined by DPWES. If the options listed above are not approved by DPWES, a Proffered Condition Amendment or proffer interpretation will be required.

The requirements for maintaining non-County maintained SWM improvements, with the exception of the existing pond which is under a current agreement between Fairfax County and the WBOA for maintenance, shall be in a standard maintenance agreement between the County and the Applicant who is the land owner, its successor and assigns. This agreement shall be recorded in the County land records and run with the land. Should any deficiencies in the existing SWM or BMP facilities/improvements be identified by the Stormwater Management Maintenance Division during regular inspections, or when investigating a drainage complaint, then maintenance shall be performed in accordance with the recorded maintenance agreement.

31. Resource Protection Area (RPA). Regarding disturbance within the RPA areas, the Applicant shall abide by the conditions associated with the approval of 6179-WRPA-007-1. Disturbance within the RPA and to native vegetation shall be minimized with the site plan and mitigation shall be provided per the approved conditions of 6179-WRPA-007-1.
32. Protection of EQC. Prior to any land disturbing activities in or near the EQC, the Applicant shall install orange blaze fencing or alternative approved by UFMD to clearly delineate the edge of the EQC/RPA.
33. Area of EQC Compensation. The vegetation within the areas of EQC compensation as shown on Sheets 7-9 of the CDP/FDP shall be preserved and/or re-vegetated pursuant to the regulations contained in the Public Facilities Manual 6-1311 and as approved by UFMD. The Applicant shall monitor the revegetated areas for a period of five (5) years from installation to ensure a survival rate of at least 50% of the planted material.
34. Landscape Plan. The CDP/FDP includes a conceptual landscape plan for the Property and detail sheets illustrating the plantings and other features to be provided. As part of each site plan submission, the Applicant shall submit to

Urban Forest Management Division (UFMD) of DPWES for review and approval a detailed landscape plan (the "Landscape Plan"), which shall be consistent with the quality and quantity of plantings and materials shown on the CDP/FDP. Adjustments to the type and location of vegetation and the design of landscaped areas and streetscape improvements/plantings shall be permitted in consultation with DPZ, and as approved by UFMD. The landscaping to be installed on the berm along the Route 28 frontage shall include species that provide effective visual screening.

35. Streetscape. Streetscape improvements and plantings shall be provided as indicated on the CDP/FDP. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the locations of the various streetscape elements to accommodate final architectural design, utilities and layout considerations, and sight distance requirements. If determined at Site Plan approval that the street tree location conflicts with sight distance requirements, the Applicant shall make efforts to gain approval of said trees by making minor adjustments to their locations or by removing their lower branches in consultation with UFM. However, in the event VDOT does not approve such tree locations, the Applicant shall be permitted to relocate the tree locations, without the need for an administrative approval from DPZ provided that the tree canopy requirements are still met.
36. Landscaping Replacement. Any landscaping installed on top of percolation trenches, bio-retention facilities or other stormwater facilities which are removed for maintenance or other purposes shall be replaced with a like/kind species of a size similar to that at the time of installation.
37. Green Building – Multifamily Buildings. In support of energy conservation and green building techniques, the Applicant, in consultation with the Environment and Development Review Branch (EDRB) of Department of Planning and Zoning (DPZ), shall seek certification for each of the multifamily dwelling unit buildings from one of the following programs that offers third party review of "green building" or energy efficient measures. The Applicant shall have sole discretion to choose the program or programs that will be utilized.
 - A. Certification in accordance with the Earth Craft House Program as demonstrated through documentation provided to DPWES and EDRB prior to the issuance of a RUP; or
 - B. Certification in accordance with the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling; or

- C. Certification in accordance with LEED for Homes Multifamily Mid-Rise. Prior to approval of the building plan for the building, the Applicant shall post, for that building, a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount equal to 80% of the final square footage of the building multiplied by \$2. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the U.S. Green Building Council, under any current version of the U.S. Green Building Council's (USGBC) LEED® for Homes Multifamily Mid-Rise rating system. The provision to the EDRB, DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the EDRB, DPZ demonstrating attainment of LEED certification within three years of issuance of the final bond release for the building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides to the EDRB, DPZ, within three years of issuance of the final bond release for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within three years of issuance of the final bond release for the building, documentation to the EDRB, DPZ demonstrating attainment of LEED certification or demonstrating that the building has fallen short of certification by three points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame shall be extended until such time as evidence is obtained, and no release of

escrowed funds shall be made to the Applicant or to the County during the extension.

The Applicant will include a LEED®-accredited professional as a member of the design team. This professional will also be a professional engineer or licensed architect. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant will provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

In addition, prior to site plan approval, if allowed as an option in the LEED for Homes Multifamily Mid-Rise program, the Applicant will designate the Chief of EDRB, DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

The Applicant will include, as part of the site plan/subdivision plan submission and building plan submission, a list of specific credits within any current version of the U.S. Green Building Council's LEED for Homes Multifamily Mid-Rise rating system that the Applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

As an alternative to escrow described above, the Applicant may choose at its sole discretion to pursue a certification level higher than LEED certification, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to building plan approval for the building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, from USGBC demonstrating that the building is anticipated to attain a sufficient number of credits that will be sufficient to attain LEED Silver

certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED Silver certification.

Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

If the applicant is unable to provide the documentation from USGBC demonstrating that the building is anticipated to attain a sufficient number of credits that will be sufficient to attain LEED Silver certification prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the applicant may, prior to the issuance of the building permit, post an escrow identical to the one previously described. This escrow will be released upon submission of the above described documentation to the Environment and Development Review Branch of DPZ from the U.S. Green Building Council.

- D. Certification in accordance with LEED New Construction. Prior to approval of the building plan for the building, the Applicant shall post, for that building, a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount equal to the final square footage of the building multiplied by \$2. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification by the U.S. Green Building Council, under any current version of the U.S. Green Building Council's (USGBC) LEED® for New Construction rating system. The provision to the EDRB, DPZ of documentation from the U.S. Green Building Council that each building has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the EDRB, DPZ demonstrating attainment of LEED certification within three years of issuance of the final RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides to the EDRB, DPZ, within three years of issuance of the final bond release for the building, documentation demonstrating that LEED certification for the building has not

been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within three years of issuance of the final bond release for the building, documentation to the EDRB, DPZ demonstrating attainment of LEED certification or demonstrating that the building has fallen short of certification by three points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the proffered time frame shall be extended until such time as evidence is obtained, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

The Applicant will include a LEED®-accredited professional as a member of the design team. This professional will also be a professional engineer or licensed architect. The LEED-accredited professional will work with the team to incorporate sustainable design elements and innovative technologies into the project with a goal of having the project attain LEED certification. At the time of site plan submission, the Applicant will provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.

In addition, prior to site plan approval, the Applicant will designate the Chief of EDRB, DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

The Applicant will include, as part of the site plan/subdivision plan submission and building plan submission, a list of specific credits within any current version of the U.S. Green Building

Council's LEED New Construction rating system that the Applicant anticipates attaining. A professional engineer or licensed architect will provide certification statements at the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

As an alternative to the escrow described above, the Applicant may choose at its sole discretion to pursue a certification level higher than LEED certification, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to building plan approval for the building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-NC Silver certification.

Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

If the applicant is unable to provide the preliminary review of the design-related credit documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the applicant may, prior to the issuance of the building permit, post an escrow identical to the one previously described. This escrow will be released upon submission of the documentation to the Environment and Development Review Branch of DPZ from the U.S. Green Building Council demonstrating that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification.

38. Green Building - Single Family Attached Dwelling Unit. In support of energy conservation and green building techniques; the Applicant, in consultation with

the EDRB of DPZ, shall seek certification for this development from one of the following programs that offers third party review of "green building" or energy efficient measures for the single family attached dwellings on the Property. The Applicant shall have sole discretion to choose the program or programs that will be utilized.

- A. Certification in accordance with the Earth Craft House Program as demonstrated through documentation provided to DPWES and EDRB prior to the issuance of a RUP; or
- B. Certification in accordance with the 2012 National Green Building Standard (NGBS) using the ENERGY STAR® Qualified Homes path for energy performance, as demonstrated through documentation submitted to DPWES and EDRB from a home energy rater certified through Home Innovation Research Labs that demonstrates that the dwelling unit has attained the certification prior to the issuance of the RUP for each dwelling.

39. Green Building - Retail Pad Sites. Prior to approval of the building plan for each retail pad site, the Applicant shall post a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$25,000 per pad site. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of LEED certification or higher level of certification, by the U.S. Green Building Council, under any current version of the LEED-NC rating system, LEED for Retail, or other LEED rating system determined to be applicable by the U.S. Green Building Council. The provision to the EDRB, DPZ of documentation from the U.S. Green Building Council that the building has attained LEED certification will be sufficient to satisfy this commitment. If the Applicant fails to provide documentation to the EDRB, DPZ demonstrating attainment of LEED certification within three years of issuance of the non-RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides to the EDRB, DPZ, within three years of issuance of the final non-RUP for the building, documentation demonstrating that LEED certification for the building has not been attained but that the building has been determined by the U.S. Green Building Council to fall within three points of attainment of LEED certification, 50% of the escrow will be released to the Applicant; the other 50% will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant fails to provide, within three years of issuance of the final non-RUP for the building, documentation to the EDRB, DPZ demonstrating

attainment of LEED certification or demonstrating that the building has fallen short of LEED certification by three points or less, the entirety of the escrow for that building will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.

If the Applicant provides documentation from the USGBC demonstrating, to the satisfaction of the EDRB, DPZ, that USGBC completion of the review of the LEED certification application has been delayed through no fault of the Applicant, the Applicant's contractors or subcontractors, the time frame may be extended as determined appropriate by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicant or to the County during the extension.

The Applicant will include, as part of the site plan submission and building plan submission, a list of specific credits within any current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system, or LEED for Retail, or other LEED rating system determined to be applicable to the building(s) by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. A LEED-accredited professional (LEED-AP) who is also a professional engineer or licensed architect will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.

In addition, prior to site plan approval, the Applicant will designate the Chief of EDRB, DPZ as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

As an alternative to the escrow described above, the Applicant may choose at its sole discretion to pursue a certification level higher than LEED certification, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain LEED Silver certification.

Prior to building plan approval for the building to be constructed, the Applicant shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain

LEED-NC Silver certification. Under this alternative, the Applicant is not required to provide a "green building escrow" unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain LEED-NC Silver certification.

Prior to final bond release of each building site, the Applicant shall submit documentation to EDRB, confirming the status of LEED certification.

If the applicant is unable to provide the preliminary review of the design-related credit documentation prior to the building permit approval but does anticipate receiving the documentation prior to the attainment of the certification, the applicant may, prior to the issuance of the building permit, post an escrow identical to the one previously described. This escrow will be released upon submission of the documentation to the Environment and Development Review Branch of DPZ from the U.S. Green Building Council demonstrating that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification.

40. Noise. In order to reduce interior noise of the residential units to a level of approximately DNL 45 dBA and exterior noise of the terraces of the single family attached units to a level of approximately DNL 65 dBA, the Applicant shall employ the following acoustical treatment measures:

Within the highway noise impact zone of DNL 65-70 dBA:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20 percent of any façade exposed to noise levels of DNL 70 dBA or above. If glazing constitutes more than 20 percent of an exposed façade, then the glazing shall have an STC rating of at least 39.
- All surfaces shall be sealed and caulked in accordance with methods approved by the American Society of Testing and Materials (ASTM) to minimize sound transmission.
- Exterior noise levels for the outdoor terraces areas of the single family attached dwellings shall be at or below DNL 65.

Within the highway noise impact zone of DNL 70-75 dBA:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.
- Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20 percent of any façade

exposed to noise levels of DNL 70 dBA or above. If glazing constitutes more than 20 percent of an exposed façade, then the glazing shall have an STC rating of at least 45.

- All surfaces shall be sealed and caulked in accordance with methods approved by the ASTM to minimize sound transmission.
- Exterior noise levels for the outdoor terraces areas of the single family attached dwellings shall be at or below DNL 65.

At the time of site plan review, the Applicant may submit a noise study, based on final grading and engineering plans, prior to filing for a building permit, to determine if other appropriate noise attenuation measures may suffice in lieu of those listed above in order to reduce interior noise to a level of approximately DNL 45 dBA for units which are within the highway noise impact zone of DNL 65-75 dBA. Noise attenuation measures may include but are not limited to appropriate STC ratings and construction for walls and windows. The noise study will be conducted by a qualified engineer, and will also account for the impact from aircraft noise. The noise attenuation measures shall be subject to the review and approval of the Environmental Branch of the Department of Planning and Zoning.

41. Limits of Clearing and Grading. The Applicant shall conform to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the installation of utilities and/or trails as determined necessary by the Director of DPWES, as described herein. If it is determined necessary to install utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by the UFMD, DPWES. A replanting plan shall be developed and implemented, subject to approval by the UFMD, DPWES, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities. Any trees impacted within the limits of clearing and grading as specified above shall be replaced on the site as determined by UFMD and the Chesapeake Bay Preservation Ordinance.
42. Tree Preservation. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist, a Registered Consulting Arborist or a Professional Landscape Architect, and shall be subject to the review and approval of the UFMD. The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for individual trees, living or dead, with trunks 10 inches in diameter and greater (measured at 4 ½ -feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) and with 25 feet outside of the proposed limits of clearing and grading in the undisturbed area and within 10 feet of the proposed limits of clearing and grading in the area to be disturbed. All trees inventoried shall be

tagged in the field so they can be easily identified. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of disturbance shown on the CDP/FDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, bio-char derived from wood and compost amendments, Cambistat, radial mulching, and others as necessary, determined by the certified arborist shall be included in the plan.

43. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" proffer herein.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the direct supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD, DPWES.

44. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the site plan submission. The details for these treatments shall be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:

- Root pruning shall be done with a trencher or vibratory plow to a depth of 18-24 inches.
- Root pruning shall take place prior to any clearing and grading, or demolition or structures.

- Root Pruning shall be conducted with the supervision of the Certified Arborist or Registered Consulting Arborist.
 - A UFMD, DPWES representative shall be informed when all root pruning and tree protection fence installation is complete.
45. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist, a Registered Consulting Arborist or a Professional Landscape Architect, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist, registered consulting arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation, increasing the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. The Applicant shall invite a representative or representatives from the WBOA on the site walk. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
46. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as conditioned and as approved by the UFMD. The Applicant shall retain the services of a certified arborist, a Registered Consulting Arborist, or a Professional Landscape Architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation development conditions, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.
47. Landscape Pre-Inspection Meeting. Prior to installation of plants to meet requirements of the approved landscape plan, the Applicant/Contractor/Developer shall coordinate a pre-installation meeting on site with the landscape contractor and a representative of the UFMD. Any proposed changes to the location of planting, size of trees/shrubs, and any proposed plant substitutions for species specified on the approved plan shall be reviewed at this time and must be approved [prior to plantings. The installation of plants not specified on the approved plan, and not previously approved by UFMD, may require submission of a revision to the landscape plan or removal and replacement with approved material.

Field location of planting material, when required by the approve plan, shall be reviewed at the pre-installation meeting. The Applicant/Contractor/Developer shall stake proposed individual planting locations prior to the meeting. Stakes shall be adjusted, as needed, during the course of the meeting as determined by UFMD staff based on discussion with the Applicant and the Applicant's agents.

48. Invasive Species Management Plan. The Applicant shall engage a certified arborist to identify and delineate invasive species in the area of the EQC/RPA and tree preservation areas east of the lake embankment, along Stonecroft Blvd. and any additional tree preservation areas where the Applicant's certified arborist determines, in consultation with the UFMD, that invasive species management is appropriate. Once these areas have been clearly identified, an invasive species management plan shall be submitted as part of the first and all subsequent site plan submissions. This plan shall detail how the invasive and undesirable vegetation will be removed and managed. The detailed invasive species management plan shall include the following information:

- Identify targeted undesirable and invasive plant species to be suppressed and managed.
- Identify targeted area of undesirable and invasive plant management plan, which shall be clearly identified on the landscape or tree preservation plan.
- Recommended government and industry method(s) of management, i.e. hand removal, mechanical equipment, chemical control, other. Identify potential impacts of recommended method(s) on surrounding trees and vegetation not targeted for suppression/management and identify how these trees and vegetation will be protected (for example, if mechanical equipment is proposed in save area, what will be the impacts to trees identified for preservation and how will these impacts be reduced).
- Identify how targeted species will be disposed.
- If chemical control is recommended, treatments shall be performed by or under direct supervision of a Virginia Certified Pesticide Applicator or Registered Technician and under the general supervision of Project Arborist).
- Provide information regarding timing of treatments, (hand removal, mechanical equipment or chemical treatments) when will treatments begin and end during a season and proposed frequency of treatments per season.
- Identify potential areas of reforestation and provide recommendation
- Monitoring reports provided to UFMD and SDID staff in the Fall and the Spring.
- Duration of management program; until Bond release or release of Conservation Deposit or prior to release if targeted plant(s) appear to be eliminated based on documentation provided by Project Arborist.

The Applicant shall also engage the services of a certified arborist to delineate the approximately 1,500 square feet of wavy leaf basket grass in the area adjacent to the proposed single family attached dwellings. The Applicant commits to coordinating with UFMD and the Early Detection and Rapid Response Program to remove these grasses.

49. Native Species Landscaping. All landscaping provided shall be native to Fairfax County to the extent feasible and non-invasive as determined by UFMD. In addition, the quality and quantity of landscaping provided shall be in substantial conformance with the CDP/FDP.
50. Alternative Planting Width Details: Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development in conformance with the CDP/FDP. Tree species and planting sites are set forth on the CDP/FDP, subject to revision as may be approved by the Urban Forest Management Division. Where minimum planting widths of 8-feet cannot be provided, the Applicant shall use structural cell technology, or other measures acceptable to UFMD, to satisfy the following specifications for all planting sites:
 - a. A minimum of 6 feet open surface width and 48 square feet open surface area for Category III and Category IV trees, with the tree located in the center of the open area;
 - b. A minimum rooting area of 8-feet wide (may be achieved with techniques to provide un-compacted soil below pavement), with no barrier to root growth within 4-feet of the base of the tree;
 - c. Soil volume for Category III and Category IV trees shall be a minimum of 700 cubic feet for a single tree. For two trees planted in a contiguous planting area, a total soil volume of at least 1200 cubic feet shall be provided. For three or more trees planted in a contiguous area, the soil volume shall equal at least 500 cubic feet per tree. A contiguous area shall be any area that provides root access and soil conditions favorable for root growth throughout the entire area;
 - d. Soil specifications in planting sites shall be provided in the planting notes to be included in all subsequent site plan submissions to be reviewed and approved by Urban Forest Management;
 - e. Planting spaces shall provide at least 48 inches of soil depth unless a different depth is approved by UFMD.
 - f. Category I trees may be planted between driveways in the single family attached area without the structural cell technology, provided a minimum planting width of 6' is achieved.
51. Archaeological Survey. Prior to any land disturbing activities on the Property, the Applicant shall conduct a Phase I and/or Phase II Archeological Survey solely within the limits of the clearing and grading identified on the CDP/FDP and if

determined appropriate by Cultural Resource Management and Protection Section of the Fairfax County Park Authority (CRMP). Archaeological investigation of the disturbed area of the site is to identify and evaluate archaeological resources that are known and predicted to be present within the limits of clearing and grading on the Property. Prior to initiation of such study, the Applicant's consultant shall meet with CRMP to determine the methodology to be used in the study. Such methodology as approved by CRMP, shall be utilized by the consultant. A minimum of one month prior to commencement of the field work portion of the study, CRMP shall be notified, and CRMP staff shall be permitted to make field visits to observe the work in progress. Upon completion of field work, a field meeting shall be held with CRMP on-site to review the findings and for CRMP to make recommendation for future study if necessary. If significant archaeological resources are discovered, as determined by CRMP, CRMP shall notify Applicant, in writing within thirty (30) days of the on-site meeting to undertake a Phase III data recovery. A research design for the Phase III prepared in consultation with CRMP, including appropriate methodology, shall be utilized. Upon completion of the study, an archaeological technical report shall be prepared per the Virginia State and Federal guidelines. Any artifacts, photographs, field notes, or other documentation shall be contributed to CRMP for curation, with the intent that such artifacts will be available for exhibit in Fairfax County.

52. Conservation Easement. At the time of plat recordation, the Applicant shall cause to be recorded among the land records conservation easements running to the benefit of Fairfax County for the areas generally shown on Sheets C-7 and C-14 of the CDP/FDP as "Conservation Easement". Some of these areas will be revegetated as part of the EQC compensation plan prior to placement within a conservation easement. Passive uses such as trails and benches shall be allowed within the conservation easements.

CONTRIBUTIONS

53. Recreation Contribution for Multifamily Units. Prior to site plan approval for the multi-family units, the Applicant shall contribute \$893 per resident based on the number of multifamily units and the current published household size for the appropriate Planning District to the Fairfax County Park Authority for use at off-site recreational facilities intended to serve the future residents of the Sully District, as determined by the Fairfax County Park Authority in consultation with the Sully District Supervisor. A portion of this total amount shall be further apportioned per Proffer 55.
54. Recreation Contribution for Single Family Attached Units. Prior to site plan approval for the single family attached units, the Applicant shall contribute \$893 per resident based on the number of single family attached units and the current published household size for the appropriate Planning District to the Fairfax

County Park Authority for use at off-site recreational facilities intended to serve the future residents of the Sully District, as determined by the Fairfax County Park Authority in consultation with the Sully District Supervisor. A portion of this total amount shall be further apportioned per Proffer 55.

55. Turf Field. Of the total amount required to be contributed per Proffers 53 and 54, prior to site plan approval, \$300,000 shall be placed in escrow for the benefit of the Sully Recreational Fund with such Funds to be used in connection with the creation of a second turf field at Westfield High School, or alternatively, the construction of facilities that provide recreational/environmental benefits to the Cub Run Watershed. The specific recipient of the contribution and use of these Funds shall be determined in consultation with the Sully District Supervisor. If a use for said Funds is not identified within twelve (12) months of site plan approval, Funds shall be released from escrow to the FCPA for recreational facilities in the Cub Run Watershed.
56. Parks and Recreation, Multi-family Units. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property as shown on the CDP/FDP. At the time of site plan review for the multi-family units, the Applicant shall demonstrate that the value of any proposed recreational amenities are equivalent to a minimum of \$1,800 per non-ADU residential unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of \$1,800 per non-ADU residential unit to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities and/or athletic field improvements intended to serve the future residents within the Sully District.
57. Parks and Recreation, Single Family Attached Units. Pursuant to Section 6-409 of the Zoning Ordinance regarding developed recreational facilities, the Applicant shall provide the recreational facilities to serve the Application Property as shown on the CDP/FDP. At the time of site plan review for the single family attached units, the Applicant shall demonstrate that the value of any proposed recreational amenities are equivalent to a minimum of \$1,800 per non-ADU residential unit. In the event it is demonstrated that the proposed facilities do not have sufficient value, the Applicant shall contribute funds in the amount needed to achieve the overall proffered amount of \$1,800 per non-ADU residential unit to the Fairfax County Park Authority ("FCPA") for off-site recreational facilities and/or athletic field improvements intended to serve the future residents within the Sully District.
58. School Contribution. A contribution of \$10,825 per projected student for the total number of units constructed, based on methodology for calculating the number of schools outlined by the Office of Facilities Planning Services, Fairfax County Public Schools, shall be made to the Board of Supervisors for transfer to Fairfax County Public Schools (FCPS) and designated for capital improvements, including athletic field improvements, directed to the Westfield High School

Pyramid. The contribution shall be made at the time of, or prior to, each site plan approval. In addition, notification shall be given to FCPS when construction is anticipated to commence to assist FCPS by allowing for the timely projection of future students as a part of the Capital Improvement Program.

59. Traffic Signal Preemptive Devices. Prior to site plan approval, the Applicant shall contribute \$20,000 to the Capital Project titled Traffic Light Signals – FRD Proffers in Fund 300-C30070, Public Safety Construction for use in the installation of preemptive signal devices on traffic signals within the Sully District as determined by the Fire and Rescue Department. The Applicant shall have no responsibility for the maintenance of the device after installation.

OTHER

60. Signage. No temporary signs (including “popsicle” style paper, banner signs, or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on-site or off-site by the Applicant or at the Applicant’s direction to assist in the initial marketing and sale of homes on the subject Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing and/or sale of residential units on the subject Property to adhere to this proffer. The lessor of the retail space(s) shall include within any retail lease the requirement that the lessor or the management company approve any sign application prior to its submission to the County for approval. Further, the lease shall also include the provision that a copy of all approved sign permits shall be provided to the management company and if any sign is not approved by the County but erected, the management company has the right to remove it. The Applicant reserves the right to seek approval of a Comprehensive Sign Plan per the Zoning Ordinance without the need for an amendment to this rezoning.

61. Affordable Dwelling Units ("ADUs"). ADUs shall be provided in accordance with Part 8 of Article 2 of the Zoning Ordinance in effect at the time of the approval of this rezoning application, unless modified by the ADU Advisory Board.

All of the required ADUs shall be provided within the multi-family buildings. This proffer shall not preclude, to the extent permitted by law, consideration by the ADUAB of alternative providers, owners or operators of the required ADU units, or alternatives to the location and distribution of such units within the building.

Workforce Dwelling Units ("WDUs"). . In addition to any ADUs that may be required pursuant to these Proffers, the Applicant shall also provide housing units on the Subject Property within the multifamily building(s) in accordance with the

Board of Supervisors' Workforce Dwelling Unit Administrative Policy Guidelines dated October 15, 2007. Workforce Dwelling Units ("WDUs") shall be provided such that the total number of ADUs, if any, plus the total number of WDUs results in not less than 12 percent (12%) of the total residential units constructed as part of the Proposed Development. If ADUs are provided in the development, the ADUs shall be deducted from the total number of dwelling units on which the WDU calculation is based.

62. Escalation in Contribution Amounts. All proffers specifying contribution amounts or budgets for operational expenses shall escalate on a yearly basis from the base year of 2016 and change effective each January 1 thereafter, based on changes in the Consumer Price Index for all urban consumers (not seasonally adjusted) ("CPI-U"), both as permitted by Virginia State Code Section 15.2-2303.3.
63. Severability. Pursuant to Section 18-204 of the Ordinance, any portion of the Property may be the subject of a PCA, Special Exception (SE), Special Permit (SP), Comprehensive Sign Plan (CSP) or FDPA without joinder and/or consent of the title owners of the other portions of the Property, provided that such PCA, SE, SP, CSP or FDPA does not materially adversely affect the other properties. Previously approved zoning application applicable to the balance of the Property that is not the subject of such PCA, SE, SP, CSP, or FDPA shall otherwise remain in full force and effect.

Separate site plans may be filed for the multi-family buildings/retail pad sites and the single family attached dwellings and such is taken into account throughout these proffers, when applicable.

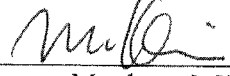
64. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
65. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

SIGNATURE TO FOLLOW ON NEXT PAGE

Westfields Venture, L. P.
Owner of 44-3((1))15

BY: Akridge Administrative Partner, LLC
a Delaware limited liability company

BY: JACo Manager, Inc.
a Delaware corporation,
Its managing member

BY: 
Name: Matthew J. Klein
Title: President

or
JK

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